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Counsel for Chapter 11 Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SAN FERNANDO VALLEY DIVISION**

In re:

IRONCLAD PERFORMANCE WEAR  
CORPORATION, a California corporation,

Debtor and Debtor in Possession.

In re:

IRONCLAD PERFORMANCE WEAR  
CORPORATION, a Nevada corporation,

Debtor and Debtor in Possession.

☒ Affects both Debtors

☐ Affects Ironclad Performance Wear  
Corporation, a California corporation only

☐ Affects Ironclad Performance Wear  
Corporation, a Nevada corporation only

Lead Case No.: 1:17-bk-12408-MB

Jointly administered with:  
1:17-bk-12409-MB

(Ironclad Performance Wear Corporation, a  
Nevada corporation)

Chapter 11 Cases

**AMENDED SUPPLEMENT TO  
APPLICATION OF DEBTORS AND  
DEBTORS IN POSSESSION TO  
EMPLOY CRAIG-HALLUM CAPITAL  
GROUP LLC AS FINANCIAL  
ADVISOR PURSUANT TO 11 U.S.C. §  
327 WITH COMPENSATION  
PURSUANT TO 11 U.S.C. § 328;  
DECLARATION OF STEVE  
RICKMAN**

[No Hearing Required Unless Requested  
Pursuant to Local Bankruptcy Rule 2014-1]

Ironclad Performance Wear Corporation, a California corporation, and Ironclad  
Performance Wear Corporation, a Nevada corporation (collectively, the “Debtors”), the debtors  
and debtors in possession in the above-captioned, jointly-administered, chapter 11 bankruptcy  
cases, hereby submit this Supplement to the Application filed by the Debtors for Court approval

of their employment and compensation of Craig-Hallum Capital Group LLC (“C-H”) as their financial advisor. The Application was filed on September 29, 2017, as Docket No. 75. This Supplement amends and modifies the Application, based on the Debtors’ and C-H’s discussions with the Official Committee of Unsecured Creditors and the Official Committee of Equity Holders appointed in these cases. Capitalized terms not otherwise defined herein have the same meaning ascribed to such terms in the Application.

Pursuant to this Supplement, the Application is modified as follows:

1. Appendix I to the Engagement Letter attached as Exhibit 1 to the Application is replaced, amended, and superseded by Amended Appendix I attached hereto.

2. Paragraph 19 of the Application is replaced, amended, and superseded by the following language:

“The Debtors and C-H are requesting that the entire Sale or Restructuring Fee be paid in cash to C-H at the closing of the Sale or Restructuring pursuant to 11 U.S.C. § 328 on an interim basis without the need for a fee application, provided, however, that C-H will be required to file a final fee application in these cases requesting approval on a final basis of any Sale or Restructuring Fee paid to C-H at the closing.<sup>1</sup>”

Dated: October 23, 2017

IRONCLAD PERFORMANCE WEAR  
CORPORATION, et al.

By: /s/ Krikor J. Meshefejian

RON BENDER

MONICA Y. KIM

KRIKOR J. MESHEFEJIAN

LEVENE, NEALE, BENDER, YOO  
& BRILL L.L.P.

Counsel for Chapter 11 Debtors and Debtors  
in Possession

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<sup>1</sup> Any Sale or Restructuring Fee not approved by the Bankruptcy Court on a final basis is subject to disgorgement.

**DECLARATION OF STEVE RICKMAN**

I, Steve Rickman, hereby declare as follows:

1. I have personal knowledge of the facts set forth below and, if called to testify, would and could competently testify thereto. I make this Declaration in support of the Supplement to the Application filed by the Debtors for Court approval of their employment and compensation of Craig-Hallum Capital Group LLC ("C-H") as their financial advisor.

2. I am the Managing Director of Investment Banking Mergers and Acquisitions at C-H. I am authorized by C-H to modify the terms of C-H's employment in these cases.

3. As set forth in the Supplement, C-H has agreed to modify the terms of its employment and the Application, as follows:

a. Appendix I to the Engagement Letter attached as Exhibit 1 to the Application is replaced, amended, and superseded by Amended Appendix I attached hereto.

b. Paragraph 19 of the Application is replaced, amended, and superseded by the following language:

"The Debtors and C-H are requesting that the entire Sale or Restructuring Fee be paid in cash to C-H at the closing of the Sale or Restructuring pursuant to 11 U.S.C. § 328 on an interim basis without the need for a fee application, provided, however, that C-H will be required to file a final fee application in these cases requesting approval on a final basis of any Sale or Restructuring Fee paid to C-H at the closing.<sup>2</sup>"

I declare and verify under penalty of perjury that the foregoing is true and correct to the best of my knowledge. Executed on this 23<sup>rd</sup> day of October, 2017, at Minneapolis, Minnesota.

  
STEVE RICKMAN, Declarant

<sup>2</sup> Any Sale or Restructuring Fee not approved by the Bankruptcy Court on a final basis is subject to disgorgement.

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 10250 Constellation Boulevard, Suite 1700, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled **AMENDED SUPPLEMENT TO APPLICATION OF DEBTORS AND DEBTORS IN POSSESSION TO EMPLOY CRAIGHALLUM CAPITAL GROUP LLC AS FINANCIAL ADVISOR PURSUANT TO 11 U.S.C. § 327 WITH COMPENSATION PURSUANT TO 11 U.S.C. § 328; DECLARATION OF STEVE RICKMAN** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On **October 24, 2017**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Ron Bender rb@lnbyb.com
- Cathrine M Castaldi ccastaldi@brownrudnick.com
- Russell Clementson russell.clementson@usdoj.gov
- Aaron S Craig acraig@kslaw.com, lperry@kslaw.com
- Matthew A Gold courts@argopartners.net
- Monica Y Kim myk@lnbrb.com, myk@ecf.inforuptcy.com
- Krikor J Meshefejian kjm@lnbrb.com
- Tania M Moyron tania.moyron@dentons.com, chris.omeara@dentons.com
- S Margaux Ross margaux.ross@usdoj.gov
- United States Trustee (SV) ustpreion16.wh.ecf@usdoj.gov
- Sharon Z. Weiss sharon.weiss@bryancave.com, raul.morales@bryancave.com

**2. SERVED BY UNITED STATES MAIL:** On **October 24, 2017**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on **October 24, 2017**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

**Served via Attorney Service**

Hon. Martin R. Barash  
United States Bankruptcy Court  
21041 Burbank Boulevard, Suite 342  
Woodland Hills, CA 91367

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

October 24, 2017  
Date

Stephanie Reichert  
Type Name

/s/ Stephanie Reichert  
Signature